

**LAW OFFICES OF  
LOUIS E. GITOMER**

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September 25, 2008

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 27653 FILED

SEP 25 '08 -4 42 PM

SURFACE TRANSPORTATION BOARD

Dear Acting Secretary Quinlan:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of September 25, 2008. We request that one copy of this document be recorded under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

General Electric Capital Corporation  
6130 Stoneridge Mall Road, Suite 300  
Pleasanton, CA 94588

Lessees:

SunOpta Food Group LLC  
SunOpta Holdings Inc.  
5850 Opus Parkway, Suite 150  
Minnetonka, MN 55343

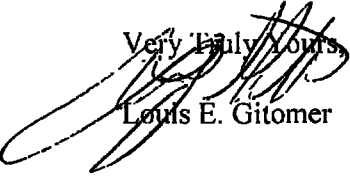
A description of the equipment covered by the Memorandum of Lease Agreement consists of one Trackmobile 4250TM #LGN98305-0805.

Honorable Anne K. Quinlan  
September 25, 2008  
Page 2

A fee of \$41.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Capital Corporation, 6130 Stoneridge Mall Road, Suite 300, Pleasanton, CA 94588, and SunOpta Food Group LLC and SunOpta Holdings Inc., 5850 Opus Parkway, Suite 150, Minnetonka, MN 55343 covering one Trackmobile 4250TM #LGN98305-0805.

Very Truly Yours,  
  
Louis E. Gitomer

Enclosure

RECORDATION NO. 27653 FILED

SEP 25 '08 -4 42 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

dated as of September 25, 2008

between

SUNOPTA FOOD GROUP LLC,  
and  
SUNOPTA HOLDINGS INC.  
as Co-Lessees,

and

GENERAL ELECTRIC CAPITAL CORPORATION,  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on September \_\_, 2008 at \_\_: \_\_ .m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 25 2008, by and between GENERAL ELECTRIC CAPITAL CORPORATION ("Lessor") and SUNOPTA FOOD GROUP LLC and SUNOPTA HOLDINGS INC. ("Co-Lessees"), with reference to the following.

1. Lessor has agreed to purchase and lease to Co-Lessees, and Co-Lessees have agreed to lease from Lessor, that certain locomotive described on Exhibit No. 1 attached hereto.

The locomotive is more fully described in that certain Construction Equipment Schedule No 001 dated as of September 25, 2008, executed pursuant to that certain Master Lease Agreement dated as of December 29, 2007 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Co-Lessees.

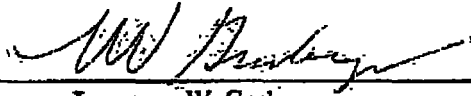
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

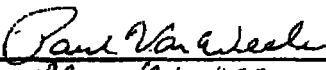
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

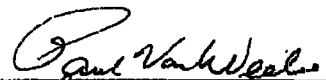
GENERAL ELECTRIC CAPITAL CORPORATION

By:   
Name: Lawrence W. Grubryn  
Title: Risk Analyst

SUNOPTA FOOD GROUP LLC

By:   
Name: Paul Van Winkle  
Title: VP + ASST TREASURER

SUNOPTA HOLDINGS INC.

By:   
Name: Paul Van Winkle  
Title: VP + ASST TREASURER

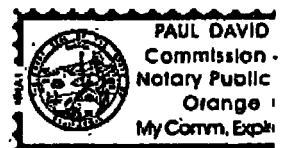
STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of September, 2008, before me appeared \_\_\_\_\_, the person who signed this instrument, who acknowledged that (s)he is the \_\_\_\_\_ of GENERAL ELECTRIC CAPITAL CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires.  
\_\_\_\_\_



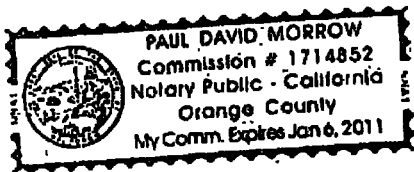
# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Orange

On Sept 25 2008 before me, Paul David Morrow Notary Public  
Date Here Insert Name and Title of the Officer

personally appeared Lawrence W. Gentry  
Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal

Signature Paul David Morrow  
Signature of Notary Public

Place Notary Seal Above

## OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

### Description of Attached Document

Title or Type of Document Memorandum of Understanding

Document Date: Sept 25 2008 Number of Pages: 5

Signer(s) Other Than Named Above. Paul Van Weele

### Capacity(ies) Claimed by Signer(s)

Signer's Name: Lawrence W. Gentry

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☒ Other Real Analyst

Signer Is Representing: \_\_\_\_\_



Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

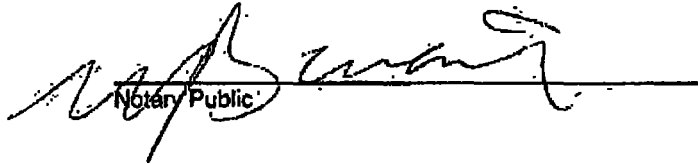
Signer Is Representing: \_\_\_\_\_



STATE OF N/A }  
COUNTY OF N/A } ss.

On this 12<sup>th</sup> day of September, 2008, before me appeared Paul V. Weene, the person who signed this instrument, who acknowledged that (s)he is the V.P. TREASURER of SUNOPTA FOOD GROUP LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation

[Seal]

  
Notary Public

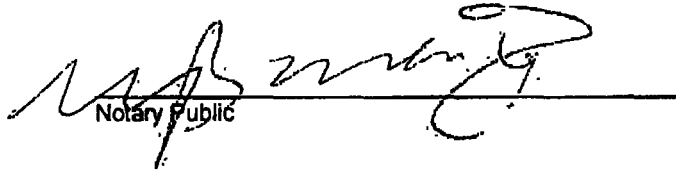
My commission expires:

N/A

STATE OF N/A }  
COUNTY OF N/A } ss.

On this 22<sup>nd</sup> day of September, 2008, before me appeared Paul V. Weene, the person who signed this instrument, who acknowledged that (s)he is the V.P. TREASURER of SUNOPTA HOLDINGS INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
Notary Public

My commission expires:

N/A

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF LOCOMOTIVE**

Herc-U-Lift, Inc.Trackmobile 4250TM #LGN98305-0805 S/N TM 125